

B. Riley Financial, Inc.
Form 8-K
May 27, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 24, 2016

B. RILEY FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware **000-54010** **27-0223495**

(State or other jurisdiction
of incorporation) (Commission File Number) (IRS Employer Identification No.)

21860 Burbank Boulevard, Suite 300 South
Woodland Hills, California **91367**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(818) 884-3737**

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2016 annual meeting of stockholders (the “Annual Meeting”) of B. Riley Financial, Inc. (the “Company”) was held on May 24, 2016. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders of the Company at the Annual Meeting.

1. Election of Directors:

| | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|------------------|-----------------------|-------------------------|
| Robert D’Agostino | 13,619,489 | 19,674 | 208,113 |
| Andrew Gumaer | 13,638,933 | 230 | 208,113 |
| Thomas J. Kelleher | 13,637,163 | 2,000 | 208,113 |
| Bryant R. Riley | 13,637,163 | 2,000 | 208,113 |
| Mikel H. Williams | 13,638,963 | 200 | 208,113 |
| Kenneth M. Young | 13,638,813 | 350 | 208,113 |

2. Ratification of the selection of Marcum LLP as independent registered public accounting firm for the fiscal year ending December 31, 2016:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 13,846,365 | 0 | 911 |

3. Advisory vote to approve the compensation of the Company’s named executed officers:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 13,634,091 | 4,149 | 923 | 208,113 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

B. RILEY FINANCIAL, INC.

May 27, 2016

By: /s/ Phillip J.
Ahn
Name: Phillip J. Ahn
Chief Financial Officer and
Title: Chief Operating Officer